

Meeting Notice
for
Annual General Shareholders' Meeting
(Translation)

1. The 2015 Annual General Shareholders' Meeting (the "Meeting") of Holtek Semiconductor Inc. will be held at the Edison, HSP link (No.1, Gongye E. 2nd Rd., East Dist., Hsinchu City 300, Taiwan (R.O.C.)) at 9:00 a.m. on June 09, 2015.

The agenda for the meeting is as follows:

- A. Reporting items
- a. Business report of 2014
 - b. Supervisors' review report on the 2014 financial statements
- B. Proposal items
- a. Adoption of the 2014 business report and financial statements
 - b. Adoption of the proposal for distribution of 2014 profits
- C. Discussion items
- a. Proposal of the distribution of cash dividends from legal reserve
 - b. Amendment to the Articles of Incorporation
 - c. Amendment to the Rules Governing and Procedures for Shareholders' Meeting of the Company
 - d. Permit directors to engage in competitive conducts
- D. Special motions
2. The major items of the proposal for distribution of 2014 profits are as follows:
- A. Cash distribution of NT\$715,143,848 from Unappropriated Retained Earnings, approximately NT\$3.162 per share.
 - B. Cash distribution of NT\$76,444,852 from the Legal Reserve, approximately NT\$0.338 per share.
 - C. Total amount of Cash Distribution to shareholders will be NT\$791,588,700, approximately NT\$3.5 per share.
3. The directors of the Company are permitted to release the directors from non-competition restrictions for business requirements without affecting benefits of the Company :

Title(s) of the Company	Name	Company Name	Title(s) of the Competitive Companies
Chairman	Chi-Yung Wu	Best Solution	Chairman

		Technology Inc.	
Director	Pei-Ying Li	Best Solution Electronics Inc.	Representative of a juridical person director
		MegaSky Electronics Holding Ltd.	Representative of a juridical person director

4. The Company Law Article 165 instructed book close period for ordinary shares starting from April 11 to June 9, 2015.
5. Each attending notification and proxy form will be attached in the meeting notice. If the shareholder(s) is attending the meeting in person, please sign or stamp on the attending notification and carry it to the check-in desk on the day of the meeting. However, in the case that an agent(s) is entrusted to attend the meeting, the shareholder(s) shall sign or stamp on the proxy and after the shareholder(s) personally fills out the name and address of the agent, the proxy shall be delivered to the Transfer Agency Department of SinoPac Securities Corporation at least 5 days prior to the day of the meeting. The signed proxy will serve as the sign-in card for agent(s) to represent your vote at the meeting.
6. Shareholders, solicitors or agents attending the Meeting shall show the documents of identification for verification only.
7. If a proxy is solicited by the shareholder(s), Holtek Semiconductor Inc. is required to compile details on the proxy solicitation parties and disclose such information on the Securities & Futures Institute (SFI) website no later May 8, 2015. Shareholder(s) can obtain information on proxy solicitation firms from the "Free proxy disclosure & related information system" (<http://free.sfi.org.tw>), via the "proxy disclosure and meeting notices" search page.
8. The Transfer Agency Department of SinoPac Securities Corporation is the proxy tallying and verification institution for this annual general meeting.
9. These regulations should be abided and applied.

Sincerely,
Board of Directors
Holtek Semiconductor Inc.